

GARDERE WYNNE SEWELL & RIGGS, L.L.P.
ATTORNEYS AND COUNSELORS

333 CLAY AVENUE
SUITE 800
HOUSTON, TEXAS 77002-4086
713-308-5500
TELECOPIER 713-308-5555

WRITER'S DIRECT DIAL NUMBER

713-308-5621

RECORDATION NO. 19545-A FILED

JUL 31 '97

1-14PM

DALLAS
3000 THANKSGIVING TOWER
1601 ELM STREET
DALLAS, TEXAS 75201-4761
214-999-3000
TULSA
200 ONEOK PLAZA
100 WEST FIFTH STREET
TULSA, OKLAHOMA 74103-4240
918-699-2900
MEXICO CITY
RIO PÁNUCO No. 7
COL. CUAUHTÉMOC
06500 MÉXICO, D.F.
011 (525) 546-8023

July 30, 1997

BY FEDERAL EXPRESS

Vernon A. Williams, Secretary
Surface Transportation Board
1925 "K" Street Northwest Suite 700
Washington, D.C. 20423
Attn: Janice Fort

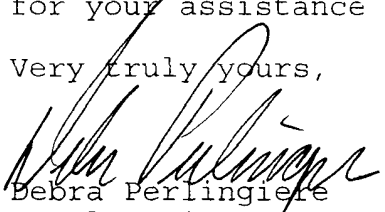
RE: 1997 Cypress Equipment Fund II, Ltd.
Our File: 117548-001

Dear Mr. Williams:

In reference to my conversation with Ms. Fort, enclosed please find a firm check for \$24.00 for fees for the Release of and Security Agreement and Assignment of Lease.

Please return a file stamped copy of the release in the self-addressed envelope provided for your convenience. Thank you for your assistance in this matter.

Very truly yours,


Debra Perlingiere
Legal Assistant

RECEIVED
SURFACE TRANSPORTATION
BOARD

JUL 31 1 14 PM '97

GARDERE WYNNE SEWELL & RIGGS, L.L.P.
ATTORNEYS AND COUNSELORS

333 CLAY AVENUE
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HOUSTON, TEXAS 77002-4086
713-308-5500
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WRITER'S DIRECT DIAL NUMBER
713-308-5614

RECORDATION NO. 19545-A FILED

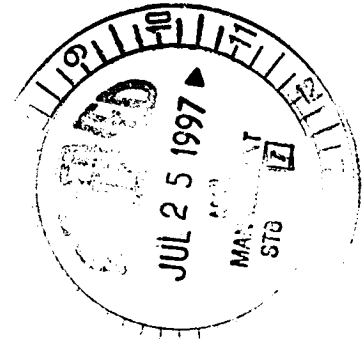
JUL 31 '97 1-14 PM

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July 24, 1997

BY FEDERAL EXPRESS

Vernon A. Williams, Secretary
Surface Transportation Board
1925 "K" Street Northwest Suite 700
Washington, D.C. 20423



RE: 1997 Cypress Equipment Fund II, Ltd.
Our File: 117548-001

Dear Mr. Williams:

Enclosed please find two originals of the Release of And Security Agreement and Assignment of Lease for a Loan and Security Agreement dated July 27, 1995 among U.S.Trust Company of California, N.A., as trustee for Cypress Equipment Fund II Ltd., borrower and The CIT Group/Equipment Financing, Inc. as lender, filed with the ICC on August 2, 1995, Recordation No. 19545.

Please record the release, and return a file stamped copy to the undersigned in the enclosed Federal Express envelope enclosed for your convenience.

Should you have any questions, please give me a call at (713) 308-5621. Thank you for your attention to the foregoing.

Very truly yours,

Debra Perlingiere
Debra Perlingiere
Legal Assistant

SURFACE TRANSPORTATION BOARD
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

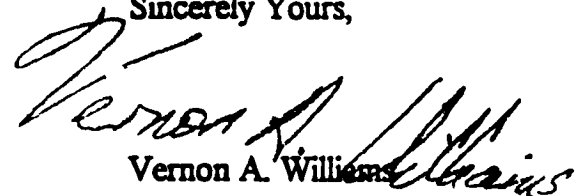
Debra Perlingiere
Legal Assistant
Gardere Wynne Sewell & Riggs, L. L. P.
333 Clay Avenue, Ste. 800
Houston, Texas 77002-4086

DATE: 7/31/97

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3 (c), on 7/31/97 at 1:14PM, and
assigned recordation number(s). 19545-A.

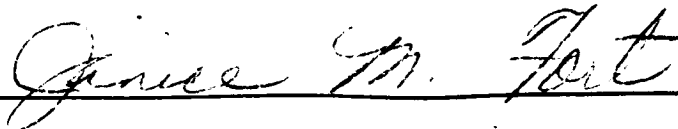
Sincerely Yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 24.00 The amount indicated at the left has been received in payment of a fee in
connection with a document filed on the date shown. This receipt is issued for the amount paid.
In the event of an error or any questions concerning this fee, you will receive a notification after
the Surface Transportation Board has an opportunity to examine your document.

Signature



JUL 31 '97

1-14 PM

RELEASE OF AND SECURITY AGREEMENT AND ASSIGNMENT OF LEASE

THIS RELEASE OF LOAN AND SECURITY AGREEMENT is entered into as of July 27, 1995, by U.S. Trust Company of California, N.A., as "trustee" for Cypress Equipment Fund II Ltd. "borrower", and The CIT Group/Equipment Financing, Inc. as "lender".

The undersigned Lender hereby releases and discharges and quitclaim all of the right, title and interest to all the Equipment listed and identified in the:

Loan and Security Agreement dated as of July 27, 1995 among U.S. Trust Company of California, N.A., as trustee for Cypress Equipment Fund II Ltd., borrower, and The CIT Group/Equipment Financing, Inc. as lender filed with the Interstate Commerce Commission on August 2, 1995, under Recordation No. 19545 (the "Loan and Security Agreement").

The CIT Group/Equipment Financing, Inc.

By: *R. Clement*

Name: *R. Clement*

Title: *Senior Portfolio Manager*

Address: